

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**FORM S-8**  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

**QUANTA SERVICES, INC.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**75-2851603**  
(I.R.S. Employer  
Identification No.)

1360 Post Oak Boulevard, Suite 2100  
Houston, Texas 77056  
(Address, including zip code, of principal executive offices)

**QUANTA SERVICES, INC. 2001 STOCK INCENTIVE PLAN**  
**(f/k/a Quanta Services, Inc. 1997 Stock Option Plan)**  
(Full title of the plan)

Dana A. Gordon  
Vice President, General Counsel & Secretary  
Quanta Services, Inc.  
1360 Post Oak Boulevard, Suite 2100  
Houston, Texas 77056  
(713) 629-7600  
(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

Copy to:

T. Mark Edwards  
Gardere Wynne Sewell LLP  
1601 Elm Street  
Suite 3000  
Dallas, Texas 75201  
(214) 999-4654

**CALCULATION OF REGISTRATION FEE**

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee
<b>Common Stock, \$0.00001 Par value</b>	<b>9,839,668 shares</b>	<b>\$3.07</b>	<b>\$30,207,781</b>	<b>\$2,444</b>

- (1) Pursuant to Rule 416 under the Securities Act of 1933, shares issuable upon any stock split, stock dividend or similar transaction with respect to these shares are also being registered hereunder.
- (2) Calculated pursuant to Rule 457(h), based on the average of the high and low prices for the Common Stock as reported on the New York Stock Exchange Composite Tape for February 25, 2003.

Shares of Common Stock of the Registrant for issuance pursuant to the Plan have previously been registered under a Registration Statement on Form S-8 (Registration No. 333-47069). These shares of Common Stock and the Plan are described in the Section 10(a) prospectus for this registration statement in accordance with Rule 429 of the General Rules and Regulations under the Securities Act of 1933, as amended.

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## EXPLANATORY NOTE

Section 5 of the Quanta Services, Inc. 2001 Stock Incentive Plan, as amended (the "Plan"), currently authorizes up to 13,410,943 shares of Common Stock of the Company to be issued under the Plan. A Registration Statement on Form S-8 (File No. 333-47069) was filed with the Securities and Exchange Commission on February 27, 1998 (the "Prior S-8"), relating to the issuance of up to 2,380,850 shares of Common Stock under the Plan. Subsequent to the filing of the Prior S-8, the Board approved a 3-for-2 stock split of Common Stock which was paid as a stock dividend to holders of the Common Stock of record at the close of business on March 27, 2000. As a result of the stock split, an aggregate of 3,571,275 shares of Common Stock were deemed registered pursuant to the Prior S-8. The contents of the Prior S-8, including documents incorporated by reference therein, are incorporated by reference into this Registration Statement.

## PART II

### Item 8. Exhibits

In addition to the exhibits filed or incorporated by reference into the Prior S-8, the following documents are filed as exhibits to this Registration Statement:

- 5.1 Opinion of Gardere Wynne Sewell LLP
- \*23.1 Consent of Arthur Andersen LLP (omitted pursuant to Rule 437a)
- 23.2 Consent of legal counsel (included as part of Exhibit 5.1)
- 24.1 Power of Attorney (set forth on the signature page of this Registration Statement)

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\* After reasonable efforts, the Registrant is unable to obtain the consent of Arthur Andersen LLP in the incorporation in this Registration Statement of its report with respect to the Registrant's consolidated financial statements, which appeared in the Registrant's Annual Report on Form 10-K for the year ended December 31, 2001. Under these circumstances, Rule 437a under the Securities Act permits this Registration Statement to be filed without the written consent from Arthur Andersen LLP. As a result, participants eligible to obtain Common Stock under the Plan registered hereby may not be able to recover damages from Arthur Andersen LLP under Section 11 of the Securities Act, for any untrue statement of a material fact or any omission to state a material fact, contained in the Registrant's consolidated financial statements for the year ended December 31, 2001.

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, and the State of Texas, on March 3, 2003.

QUANTA SERVICES, INC.  
(Registrant)

By: /s/ JOHN R. COLSON

John R. Colson  
Chief Executive Officer

## POWER OF ATTORNEY

Each of the undersigned hereby appoints John R. Colson and James H. Haddox and each of them (with full power to act alone), as attorneys and agents for the undersigned, with full power of substitution, for and in the name, place and stead of the undersigned, to sign and file with the Securities and Exchange Commission under the Securities Act of 1933 any and all amendments and exhibits to this Registration Statement and any and all applications, instruments and other documents to be filed with the Securities and Exchange Commission pertaining to the registration of the securities covered hereby, with full power and authority to do and perform any and all acts and things whatsoever requisite or desirable.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities indicated on March 3, 2003.

<u>Signature</u>	<u>Title</u>
<u>/s/ JOHN R. COLSON</u> John R. Colson	Chief Executive Officer and Chairman of the Board of Directors (principal executive officer)
<u>/s/ JAMES H. HADDOX</u> James H. Haddox	Chief Financial Officer (principal financial officer)
<u>/s/ DERRICK A. JENSEN</u> Derrick A. Jensen	Vice President, Controller and Chief Accounting Officer (principal accounting officer)
<u>James R. Ball</u>	Director
<u>/s/ TERRENCE P. DUNN</u> Terrence P. Dunn	Director

<u>Signature</u>	<u>Title</u>
<u>/s/ VINCENT D. FOSTER</u> Vincent D. Foster	Director
<u>Louis C. Golm</u>	Director
<u>/s/ BEN A. GUILL</u> Ben A. Guill	Director
<u>/s/ GARY A. TUCCI</u> Gary A. Tucci	Director
<u>/s/ JOHN R. WILSON</u> John R. Wilson	Director

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## INDEX TO EXHIBITS

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[Gardere Logo]

Direct: 214-999-4654  
Direct Fax: 214-999-3654  
medwards@gardere.com

March 3, 2003

Quanta Services, Inc.  
1360 Post Oak Boulevard  
Suite 2100  
Houston, Texas 77056

Re: Quanta Services, Inc. 2001 Stock Incentive Plan

Ladies and Gentlemen:

We have acted as counsel to Quanta Services, Inc., a Delaware corporation (the “Company”), and are issuing this opinion in connection with the registration under the Securities Act of 1933, as amended (the “Securities Act”), on Form S-8 (the “Registration Statement”) of an additional 9,839,668 shares of Common Stock, \$0.00001 par value (the “Shares”), of the Company issuable under the Quanta Services, Inc. 2001 Stock Incentive Plan (the “Plan”).

With respect to the foregoing, we have examined and have relied upon originals or copies, certified or otherwise identified to our satisfaction, of such corporate records, documents, orders, certificates and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below.

The opinions expressed herein are limited in all respects to the federal laws of the United States of America and the General Corporation Law of the State of Delaware, and no opinion is expressed with respect to the laws of any other jurisdiction or any effect that such laws may have on the opinions expressed herein. This opinion is limited to the matters stated herein, and no opinion is implied or may be inferred beyond the matters expressly stated herein.

Based upon the foregoing, we are of the opinion that (i) the Shares are duly authorized; and (ii) upon the issuance of the Shares against payment therefor of an amount equal to at least the par value of each Share in accordance with the Plan, the Shares will be validly issued, fully paid and non-assessable. This opinion is given as of the date hereof, and we assume no obligation to update this opinion to reflect any fact or circumstance that may hereafter come to our attention or any change in law or regulation that may hereafter occur.

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Quanta Service, Inc.

March 3, 2003

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We hereby consent to the use of this opinion as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act and the rules and regulations of the Securities and Exchange Commission thereunder.

Very truly yours,

GARDERE WYNNE SEWELL LLP

By: /s/ T. MARK EDWARDS

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T. Mark Edwards, Partner